



**HUMAN RESOURCES AND REMUNERATION
COMMITTEE CHARTER**

AUGUST 2011

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1. Introduction

- 1.1 The Human Resources and Remuneration Committee (Committee) is established as a committee of the Board of Aristocrat Leisure Limited (Company) on the terms set out in this charter and in accordance with the Board's charter and the Company's Constitution.

2. Purpose and objectives

- 2.1 The purpose of the Committee is to assist the Board to independently ensure that the Aristocrat Leisure Limited group of companies (Group) establishes appropriate human resources strategies consistent with market practices and business requirements and adopts and complies with remuneration policies that:
 - a) attract, retain and motivate high calibre executives and directors so as to encourage enhanced performance of the Group;
 - b) are consistent with the human resources needs of the Group;
 - c) motivate management to pursue long-term growth and success of the Group within an appropriate control framework; and
 - d) provide a common interest between executives and shareholders by aligning the rewards that accrue to management to the creation of shareholder wealth.

3. Composition

- 3.1 The Board shall determine the composition of the Committee. The Committee shall consist of at least three (3) independent non-executive directors. Independence is given the same meaning as in the Board charter.
- 3.2 A non-executive director (elect) may be appointed as a member of the Committee however will be unable to vote on any matter considered by the Committee.
- 3.3 The Board shall appoint the Chair of the Committee who must be an independent non-executive director. In the absence of the Committee Chair, the members shall elect one of their members as Chair for that meeting.
- 3.4 The Managing Director & Chief Executive Officer (CEO), the Chief Human Resources Officer and other members of the senior management team as requested by the Committee Chair, should attend all Committee meetings. The Committee Chair may invite external parties (as appropriate) to attend all or part of the meeting.
- 3.5 The Manager, Company Secretariat will serve as the Committee Secretary. If this person is unable to attend a Committee meeting, an appropriate member of the Company Secretariat team will attend in the capacity as Committee Secretary.

4. Committee meetings

- 4.1 The Committee will hold at least four (4) meetings per year.
- 4.2 The quorum for a meeting is three (3) Committee members.
- 4.3 The Committee Chair will approve the agenda for each meeting. Any Committee member may require business to be included in the agenda, provided the Committee Chair and Committee Secretary have been given prior notice of that business.

- 4.4 The Committee Secretary will circulate the minutes of the meeting of the Committee to all members of the Committee for comment and change before being signed by the Committee Chair.
- 4.5 The minutes of Committee meetings will be circulated to the Board with the Board papers for the next Board meeting, and be tabled at the Board meeting along with any recommendations of the Committee.

5. Duties of the Committee

The Committee should review the following functions and, as appropriate, advise or make recommendations to the Board:

Remuneration – Non-Executive directors

- 5.1 Review the remuneration framework for non-executive directors (including the amount and structure of Board and Committee remuneration).
- 5.2 Review the total remuneration pool available to non-executive directors (as approved by shareholders).

Remuneration - Managing Director & CEO

- 5.3 Review the total remuneration package (including equity incentive awards) of the Managing Director & CEO.
- 5.4 Review the objectives and performance assessment of the Managing Director & CEO.

Remuneration – Executive Leadership Team (ELT)

- 5.5 Review, together with the Managing Director & CEO, the total remuneration package (including equity incentive awards) of the ELT, including any new appointment to an ELT position.
- 5.6 Review, together with the Managing Director & CEO, the objectives and performance assessment of the ELT.

Remuneration – equity plans

- 5.7 Review the design (including the rules, relevant administrative provisions, eligibility parameters, participants and performance metrics) of all employee equity plans.
- 5.8 Ensure there is a process (that links to the capital management processes of the Group) to decide whether shares are purchased on market or a new issue is made for the satisfaction of each offer of equity based incentives.

Remuneration – generally

- 5.9 Review the Group's overall remuneration strategy including remuneration components, performance and accountability framework, business and cultural alignment and external competitiveness.
- 5.10 Review the Group's superannuation and pension (or similar) arrangements.

Succession planning

- 5.11 Review succession planning for the Managing Director & CEO.
- 5.12 Review, with the Managing Director & CEO, the recruitment, retention, succession planning, termination, and training policies and procedures for ELT positions.

Diversity

- 5.13 Review the Group's diversity policy and diversity strategies and practices across the Group, and their effectiveness.

- 5.14 Review annually the measurable objectives to achieve diversity set in accordance with the Group's diversity policy and the progress towards achieving them, including the proportion of women at all levels of the Group.

Remuneration and diversity disclosure

- 5.15 Review the relevant disclosures to be included in the full year directors' report (including the remuneration report) and Notice of Annual General Meeting prior to consideration by the Board.
- 5.16 Review disclosures to be made in the annual report (for the full year), prior to consideration by the Board, in relation to both the measurable objectives set by the Board for diversity and progress towards achieving these objectives, and also the proportion of women at all levels across the Group.

6. Independent external advice

- 6.1 The Committee Chair must ensure that any remuneration recommendation (as defined in the *Corporations Act 2001 (Cth)*) provided by a remuneration consultant to the Board or Committee is not provided directly to an executive director (unless the advice is provided to the Board as a whole) or any person who is not a director.
- 6.2 The Committee Chair may circulate advice received from a remuneration consultant once provided in accordance with clause 6.1.

7. Self Assessment

- 7.1 The Committee will review the performance of the Committee on an annual basis in accordance with the performance assessment approach determined by the Board.

8. Publication

- 8.1 This charter will be made available from the Group's website (www.aristocratgaming.com)